

Constitution of Campaign to Protect Rural England, Sussex Branch CIO (registered by the Charity Commission as an incorporated charity on 8 April 2014 with registered No:1156568).

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is Campaign to Protect Rural England, Sussex Branch CIO.

2. National location of principal office

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

3. Objects

The objects of the CIO are to promote and encourage for the benefit of the public the improvement, protection and preservation of the countryside of Sussex and its towns and villages, and the environmentally better development of the same.

4. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO's powers include power to:

- (1) campaign for, promote and conduct research and education, advance and promote public understanding and opinion and engagement in, the protection, sustainability, enhancement and enjoyment of the countryside and thriving local communities in Sussex and elsewhere in England, including environmental, ecological, conservation, planning, historic, heritage, legislative and regulatory aspects;
- (2) accept a transfer of and take over the assets, liabilities and activities of the Branch, raise funds, solicit donations and endowments (whether or not offered or accepted subject to conditions), accept and give grants and awards in furtherance of the CIO's objects;
- (3) engage with, provide advice, information and education to and assist public authorities and other bodies, organisations and persons in connection with planning and development proposals in or affecting any part of Sussex, and on any matters affecting planning, improvement, sustainability, bio-diversity, access to and public enjoyment of, the Sussex countryside and beyond;
- (4) affiliate, share members and membership fees with, collaborate with, support and assist in any legitimate way CPRE National Office, and with its other branches and affiliate organisations, and with other persons, charities, trusts, groups and organisations having objects compatible with those of the CIO, including in relation to other parts of England;
- (5) operate bank accounts in the name of the CIO, borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (6) buy, take on lease or in exchange, hire or otherwise acquire any property and asset and to maintain and equip it for use;
- (7) sell, lease, lend or otherwise dispose of all or any part of the property and assets

belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

- (8) employ and remunerate such persons as are necessary for carrying out the work of the CIO and its administration. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (9) act as trustee or nominee for charities in general and undertake and execute any charitable trusts which may lawfully be undertaken by the CIO and may be necessary or conducive to the objects, and to act as trustee or manager of any property, endowment, bequest or gift;
- (10) apply any part of the capital or income of the CIO on such terms as may be thought fit, in its absolute discretion in furtherance of the objects of the CIO; deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be invested and/or held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (11) facilitate achievement of its objects by using district and/or county sub-groups, committees working groups or other administrative units, provided that no such sub-organisation shall have the power to bind the CIO to any financial or legal commitment or to retain funds of the CIO or to operate any separate bank account save in any such case as expressly authorised by the charity trustees;
- (12) establish as a subsidiary, or own or control the voting of shares in any body corporate and to control or be represented on its board of directors;
- (13) insure the CIO's assets and liabilities and to arrange and pay the premium for any indemnity insurance to cover the liability of the charity trustees and the CIO's officers, employees and volunteers which by virtue of any rule of law would otherwise attach to them jointly in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the CIO (except by reason of their own personal dishonesty or reckless conduct in relation to the CIO) and all costs charges and expenses which may be incurred by them in successfully contesting any such liability or alleged liability;
- (14) do all such other lawful things as are necessary and/or desirable for the attainment of any and all of the objects of the CIO either alone or in collaboration with others.

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
 - (a) a benefit from the CIO as a beneficiary of the CIO;
 - (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
- (b) A charity trustee and a connected person may benefit from trustee indemnity and other insurance cover purchased at the CIO’s expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (c) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that it is available generally to the beneficiaries of the CIO.
- (d) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (e) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (f) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (g) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (h) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2)(e) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods ("the supplier").
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other charity trustees are satisfied that it is in the best interests of the CIO for the goods to be supplied by the supplier to or on behalf of the charity for the amount or maximum amount of remuneration set out in the agreement.
- (d) The charity trustee concerned is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- (e) The charity trustee concerned does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book, and
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) *Meaning of CIO*

In sub-clauses (2) and (3) of this clause: "the CIO" includes any company in which the CIO:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the board of the company.

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, (including but not limited to any financial interest) which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared. This requirement applies, but is not limited, to trustees' or connected persons' benefits to which clause 6(2)(c)- (h) applies; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest which he or she has declared or is required to declare under clause 7(1).

Any charity trustee required to absent himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the CIO

(1) Admission of new members

(a) Eligibility

- (i) The CIO shall maintain the same categories of membership with the same membership rights and responsibilities as those that exist from time to time in CPRE National Office under its Articles of Association save insofar as those Articles are inconsistent with the CIO's constitution.
- (ii) Subject to the other provisions of this constitution a member of any category of CPRE National Office who is resident within the administrative counties of East and West Sussex and Brighton & Hove City Council and any other member of CPRE National Office who asks in writing to be a member of the CIO shall be a member of the same category of the CIO.
- (iii) A member may be an individual or a household, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.

(b) Admission procedure

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision;
- (iii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, promptly after the decision has been taken, and give the applicant the opportunity to appeal against the refusal to the chair of the charity trustees;
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final;
- (vi) delegate any or all of their powers to implement these application procedures to CPRE National Office.

(2) Transfer of membership

- (A) Membership of the CIO cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative.
- (B) The first members of the CIO shall be those persons and bodies who were members of the Branch at the time when the CIO is first registered by the Charity Commission as a charity, and shall hold the same category of membership as they held in the Branch..

(3) *Duty of members*

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO and to pay on a timely basis such membership fee (if any) as may be prescribed from time to time by the CIO.

(4) *Termination of membership*

(A) Membership of the CIO ceases if:

- (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
- (ii) the member sends a notice of resignation to the charity trustees; or
- (iii) the member ceases for any reason to be a member of CPRE National Office; or
- (iv) any membership fee or other sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
- (v) the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.

(B) Before the charity trustees take any decision to remove someone from membership of the CIO under sub-clause (4)(A)(v) of this clause 9 they:

- (i) must inform the member of the reasons why it is proposed to remove him, her or it from membership;
- (ii) must
 - (a) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
 - (b) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
 - (c) consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - (d) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) *Membership fees*

The CIO may require members to pay reasonable membership fees to the CIO and CPRE National Office as a condition of membership. The amount of any membership fee from time to time for every category of membership and its allocation between the CIO and CPRE National Office shall be determined by agreement from time to time between the charity trustees and CPRE National Office.

10. *Members' decisions*

(1) *General provisions*

Except for those decisions that must be taken in a particular way as indicated in sub-clause

(4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) *Taking ordinary decisions by vote*

- (A) Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.
- (B) Subject to article 9(1)(a)(3), every member may cast one vote on any resolution. A member comprising more than one person (for example, a household or unincorporated organisation) may cast a single vote. If a member purports to cast more than a single vote none of those votes shall be counted.

(3) *Taking ordinary decisions by written resolution without a general meeting*

- (A) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
 - (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.
- (B) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (C) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (D) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.
- (E) The charity trustees must within 21 days of receiving such a request comply with it if:
 - (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material or whose publication would breach any anti-discrimination law;
 - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - (iii) Effect can lawfully be given to the proposal if it is so agreed.
- (F) Sub-clauses (A) to (C) of this clause apply to a proposal made at the request of members.

(4) *Decisions that must be taken in a particular way*

- (A) Any decision to remove a trustee must be taken in accordance with clause 15(2).
- (B) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (C) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) *Types of general meeting*

There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

Other general meetings of the members of the CIO may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) *Calling general meetings*

- (A) The charity trustees:
 - (i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other general meeting of the members at any time.
- (B) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:
 - (i) they receive a request to do so from at least 10% of the members of the CIO; and
 - (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- (C) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (B)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (D) Any such request shall include particulars of any resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (E) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (F) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- (G) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

- (H) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (I) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) *Notice of general meetings*

- (A) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member. The first clear day shall be the day after that on which the notice is deemed by paragraph (d) of this sub-clause to be given. The last clear day shall be the day prior to the proposed date of the general meeting. Saturdays, Sundays and English bank holidays do not count as clear days.
- (B) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(A) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (C) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration or identify where the text may be viewed on the CIO's website;
 - (v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re- election as trustee, or where the information may be found on the CIO's website.
- (D) Proof that an envelope containing a notice was properly addressed to the member's last recorded address, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (E) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO or because of the failure by the post office or any internet service provider to deliver the same.

(4) *Chairing of general meetings*

The Chair, or in his or her absence, another person nominated by the charity trustees and willing so to act, shall preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

(5) *Quorum at general meetings*

- (A) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (B) Subject to the following provisions, the quorum for general meetings shall be 25 members present and entitled to vote at the meeting. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.
- (C) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (D) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.
- (E) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (F) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) *Voting at general meetings*

- (A) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.
- (B) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.
- (C) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (D) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications.
- (E) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (F) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Representation of organisations and corporate members

An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.

(8) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession, but shall not by virtue of acting as a charity trustee of the CIO be deemed to be giving legal or other professional advice to the CIO.

(2) Eligibility for trusteeship

- (A) Every charity trustee must be a natural person.
- (B) No one may be appointed as a charity trustee:
 - (i) if he or she is under the age of 18 years; or
 - (ii) if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).
- (C) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- (D) At least one of the trustees of the CIO must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

- (E) No one shall be eligible to be or become a trustee of the CIO unless he or she is or agrees to become a member of the CIO.

(3) *Number of charity trustees*

There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(4) *First charity trustees*

The first charity trustees of the CIO are all the natural persons who were the trustees of the Branch as at the date of the incorporation of the CIO, namely David Johnson, Rodney Chambers, John Kay, Penny Hudd, Stephen Hardy, Justin French-Brooks, Michael Brown and Richard Shirley.

13. Appointment of charity trustees

- (1) At every annual general meeting of the members of the CIO, one-third of the charity trustees appointed at a previous annual general meeting of the CIO or the Branch shall retire from office but, subject to Article 15 (Retirement and removal of charity trustees) may offer himself for reappointment. If the number of charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;
- (2) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment as a trustee of the CIO or the Branch. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (3) No continuously serving charity trustee shall be eligible to stand for reappointment under sub-clause (1) of this Article at any annual general meeting of the CIO held after the sixth anniversary of that person's first appointment or co-option under sub-clause (5) of this Article unless at least three quarters of the other charity trustees in office immediately prior to the convening of that annual general meeting have indicated in writing their support for that person's reappointment.
- (4) Vacancies arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;
- (5) The charity trustees may at any time decide to appoint a new Chair or charity trustee, whether in place of a Chair or charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee. Any person or persons appointed by the charity trustees pursuant to this sub-clause (5) shall retire from office at the next following annual general meeting of the members of the CIO, but may offer themselves for reappointment as a trustee.

14. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the CIO's latest trustees' annual report and statement of accounts.

15. Retirement and removal of charity trustees

- (1) A charity trustee ceases to hold office if he or she:
 - (a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (e) is removed by the members of the CIO in accordance with sub-clause (2) of this clause;
 - (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
 - (g) ceases to be a member of the CIO.
- (2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16. Honorary Appointments

- (1) At an annual general meeting of the CIO the members may appoint a natural person to be a President or Vice President or Chair of the CIO for such period not exceeding five years as is specified in the appointment resolution. Any such person shall be eligible to be reappointed to that or another position for one or more further term, each term not exceeding five years. The appointee shall not become a trustee of the CIO by virtue of any resolution passed pursuant to this clause 16(1).
- (2) At an annual general meeting of the CIO the members may appoint a trustee to be the Chair of the CIO for such period not exceeding three years as is specified in the appointment resolution. Any such trustee shall be eligible to be reappointed as Chair for one or further term not exceeding three years. No trustee may act as Chair of the CIO for a continuous period of longer than 6 years or if he ceases to be a trustee of the CIO. Nor, after standing down as Chair after 6 years, may that trustee be reappointed as Chair within twelve months of standing down.
- (3) The charity trustees may at any time appoint one of their number or any other natural person to be a vice chair, secretary, treasurer or other office holder of the CIO. Any such appointment may be terminated at any time by resolution of the charity trustees or by written notice from the office holder.

- (4) Any appointment pursuant to this clause 16 shall be on an honorary basis and shall not entitle the appointee to any fee or remuneration for his or her service as such or its termination.

17. Taking of decisions by charity trustees

Any decision may be taken either:

- (i) at a meeting of the charity trustees; or
- (ii) by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

18. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to an executive or other committee or committees, and, if they do, they must determine committee's composition and the scope, terms and conditions on which the delegation is made and the quorum required for their meetings. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
 - (a) a committee may consist of two or more persons, but, except in the case of District or county level sub-groups referred to in sub-clause (11) of Article 4, at least one member of each committee must be a charity trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.
- (3) The Chair (or in his absence a vice chair) together with any one other charity trustee of the CIO shall jointly have power to deal with urgent matters which in their reasonable view cannot wait for the next meeting of the charity trustees subject to a report of any such action being made to that next meeting.

19. Meetings and proceedings of charity trustees

(1) *Calling meetings*

- (A) Any charity trustee may call a meeting of the charity trustees.
- (B) All charity trustees shall be given notice of any meeting of the charity trustees. The charity trustees shall decide when and how their meetings are to be called, and what notice is required. Notice of meetings may be given orally or electronically.

(2) *Chairing of meetings*

The charity trustees may appoint one of their number to chair meetings of the members and of the charity trustees and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes

after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) *Procedure at meetings*

- (A) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees if there are no more than four trustees in office eligible to be counted in the quorum, otherwise three charity trustees, or such larger number as the charity trustees may decide from time to time. In accordance with clause 7, a charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (B) The chair of any meeting of the charity trustees or of any committee thereof shall have the power to invite the attendance at that meeting of any person who is not a trustee of the CIO (including any director or employee of the CIO, any member, or a representative of any other organisation) as an observer or adviser at the meeting. An attendee shall not form part of the quorum at the meeting or be eligible to vote on any matter discussed at the meeting.
- (C) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (D) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) *Participation in meetings by electronic or telephonic means*

- (A) A meeting may be held by suitable electronic or telephonic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (B) Any charity trustee participating at a meeting by suitable electronic or telephonic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (C) Meetings held by electronic or telephonic means must comply with rules for meetings, including chairing and the taking of minutes.

20. *Saving provisions*

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been

void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents and cheques etc.

- (1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).
- (2) All cheques must be signed by two persons authorised for the purpose by the charity trustees. All other payment instructions to the CIO's bank must be authorised by two persons authorised for the purpose by the charity trustees. In the case of cheques and other one-off payments above a certain amount set from time to time by the charity trustees, and in the case of all direct debit and standing order payment instructions (and any changes to those instructions), at least one of the cheque signatories and payment authorisers must be an authorised charity trustee. All cheques shall be printed in such a way as to record that the CIO is a registered charity.
- (3) A document is validly executed by signature if it is signed by at least two of the charity trustees.
- (4) If the CIO has a seal:
 - (a) it must comply with the provisions of the General Regulations; and
 - (b) It must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

22. Use of electronic communications

(1) General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent or made available to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Charity Commission in a particular form or manner.

(2) Electronic communications to the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(3) Electronic communications by the CIO

- (A) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar or by communicating with the CIO by e-mail, is taken to have agreed to receive communications, information and documents from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications information or documents in that form.
- (B) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –

- (i) supply members with any information or document;
- (ii) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);
- (iii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); and
- (iv) submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under clause 10 (Members' decisions) or 17 (Taking of decisions by charity trustees) re decisions taken by resolution in writing).

(C) The charity trustees must:

- (i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;
- (ii) send any such notice or proposal (and any information or document on the CIO's website referred to in such notice or proposal) in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

23. Keeping of Registers

The CIO shall comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

24. Minutes

The charity trustees shall keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of charity trustees including:
 - (a) the names of the trustees and any other persons present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The charity trustees shall comply with the applicable requirements of the Charities Act 2011 with regard to the keeping by the CIO of accounting records, to the preparation and independent examination or audit of the CIO's accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns shall be sent to the Charity Commission and to CPRE National Office, regardless of the income of the CIO, within 10 months of the financial year end.
- (2) The charity trustees shall comply with their obligation to inform the Charity Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force shall be made available to any member of the CIO on request.

27. Disputes

If a dispute arises between members of the CIO and/or the charity trustees about the validity or propriety of anything done by the members and/or the charity trustees and/or the CIO under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation under the auspices of the Centre for Effective Dispute Resolution (or any successor body thereof) before resorting to litigation.

28. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (A) This constitution can only be amended:
 - (i) by resolution agreed in writing by all members of the CIO; or
 - (ii) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (B) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (C) The prior written approval of CPRE National Office is required to any amendment to this constitution
 - (i) that requires the prior written approval of the Charity Commission (such consent not to be withheld unreasonably by CPRE National Office in the event that the Charity Commission has approved the amendment); or
 - (ii) to enable CPRE National Office to satisfy themselves (acting reasonably) that the amendment is compatible with sound governance principles applicable to charities of the type and size of the CIO and with the objects of CPRE National Office.
- (D) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (E) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

- (a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
- (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the CIO to be removed from the Register of Charities, and in particular:
- (a) the charity trustees must send with their application to the Charity Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

"Branch" means the Sussex Branch of the Campaign to Protect Rural England, also known as CPRE Sussex Countryside Trust, (registered charity number 265028) whose undertaking is being transferred to the CIO.

"charity trustee" means a charity trustee of the CIO.

"Communications Provisions" means the Communications Provisions in Part 9 of the General Regulations.

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together;
- (e) a body corporate in which –
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest;
- (f) any other person defined as a connected person for the purposes of any provision of the Charities Act 2011 that applies to the relevant clause of this Constitution.

“CPRE National Office” means The Campaign to Protect Rural England, a company limited by guarantee which is incorporated in England & Wales, Company No: 4302973 and registered with the Charity Commission for England and Wales Number 1089685; and any body which becomes a successor in title to it.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing.

References in this Constitution to any enactment (including any regulation or other subordinate legislation) or to any part thereof, shall be deemed to include references to any amendment, re-enactment or replacement of it that comes into force before or after adoption of this Constitution.